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June 30, 2005

VIA OVERNIGHT DELIVERY

Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 05-00093: Petition Regarding the Indirect Transfer of Control of
ATX Licensing, Inc. to Leucadia National Corporation

Dear Ms. Dillon:

ATX Licensing, Inc. ("ATX"), by its undersigned counsel, hereby responds to Data
Request No. 2 issued by the Authority on June 27, 2005.

1. Please confirm that ATX Licensing, Inc. is the same utility as ATX
Telecommunications Services, Ltd.

RESPONSE: ATX Telecommunications Services, Ltd. ("ATX Telecommunications") was a limited partnership that several years ago applied for certification to provide telecommunications services in several states, including Tennessee. On March 14, 2000, the Authority issued ATX Telecommunications a certificate of authority to provide intrastate telecommunications services in Tennessee (Docket No. 00-00089). Also in 2000, ATX Telecommunications was converted by statutory merger to a corporation, maintaining the same ownership structure as the limited partnership. Later in 2000, in conjunction with a merger of ATX Telecommunications and CoreComm Limited, the certificates of ATX Telecommunications were assigned on a *pro forma* basis to ATX Licensing, Inc.

ATX understands that the Authority does not have a record of the *pro forma* assignment of ATX Telecommunications' certificate to ATX. ATX is searching its files for such a record and will submit any relevant documents to the Authority in a future filing. ATX notes, however, that in an April 24, 2002 Order in Docket No. 02-00286, the Authority made a finding of fact that ATX had indeed been granted

authority to provide telecommunications services in Tennessee.¹ ATX also notes that the Secretary of State's records reflect that ATX is qualified to conduct business in Tennessee (see Exhibit A to ATX Response to Data Request No. 1 in Docket 05-00093, dated April 21, 2005). In addition, ATX has filed several Annual Reports with the Authority. ATX believes these documents show that the Authority did have notice of the *pro forma* assignment of the ATX Telecommunications certificate to ATX. Moreover, ATX did make timely filings with other state public utility commissions to obtain approval for the *pro forma* assignment.

To the extent the Authority believes it necessary to consider formally the *pro forma* assignment of the certificate of ATX Telecommunications to ATX, ATX respectfully requests that the Authority approve this *pro forma* assignment in the instant docket on a *nunc pro tunc* basis. Because ATX has been providing service to Tennessee customers for many years, ATX does not believe that any customer notice would be required in conjunction with this action.

* * * * *

An original and thirteen (13) copies of this submission are included for filing. Kindly date-stamp and return the enclosed extra copy in the postage-prepaid envelope provided. Should you have any questions regarding this submission or the underlying Petition, please contact Jeanne W. Stockman at (202) 295-8392

Very truly yours,



Eric J. Branfman
Grace R. Chiu
Jeanne W. Stockman

Special Counsel to
ATX LICENSING, INC.

cc via email:

Mark D. Schneider (Sidley)
Bruce Bennett (ATX)

¹ This Order approved the reorganization of CoreComm Limited and resulting *pro forma* transfer of control of ATX Licensing, Inc. In light of this Order, ATX respectfully submits that CoreComm Limited's ownership of ATX is a matter of record